

**EXHIBIT A**

**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:

ASHINC Corporation, et al.,

Debtor.

Chapter 11

Case No. 12-11564 (CSS)

(Jointly Administered)

CATHERINE E. YOUNGMAN, LITIGATION TRUSTEE  
FOR ASHINC CORPORATION, ET AL., AS  
SUCCESSOR TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF ASHINC  
CORPORATION, AND ITS AFFILIATED DEBTORS,

Plaintiff,

v.

YUCAIPA AMERICAN ALLIANCE FUND I, LLC,  
YUCAIPA AMERICAN MANAGEMENT, LLC,  
AMERICAN AIRLINES MASTER FIXED BENEFIT  
PENSION PLAN TRUST, AMERICAN PRIVATE  
EQUITY PARTNERS II, LP, AUTOMOTIVE  
MACHINISTS PENSION TRUST, BOARD OF FIRE  
AND POLICE PENSION COMMISSIONERS OF THE  
CITY OF LOS ANGELES, CALIFORNIA PUBLIC  
EMPLOYEES' RETIREMENT SYSTEM,  
CARPENTERS PENSION TRUST FUND FOR  
NORTHERN CALIFORNIA, COLLIER PARTNERS 702  
LP INCORPORATED, CLOUSE S.A.,  
CONSOLIDATED RETIREMENT FUND, IAM  
PRIVATE EQUITY, LLC, ILGWU DEATH BENEFIT  
FUND 4, INTERNATIONAL SIF SICAV SA, LOCALS  
302 & 612 OF THE INTERNATIONAL UNION OF  
OPERATING ENGINEERS – EMPLOYERS  
CONSTRUCTION INDUSTRY RETIREMENT TRUST,  
LOS ANGELES CITY EMPLOYEES' RETIREMENT  
SYSTEM, NATIONAL RETIREMENT FUND, NEW  
MEXICO STATE INVESTMENT COUNCIL, NEW  
MEXICO STATE INVESTMENT COUNCIL LAND  
GRANT PERMANENT FUND, NEW MEXICO STATE  
INVESTMENT COUNCIL SEVERANCE TAX  
PERMANENT FUND, NEW YORK CITY  
EMPLOYEES' RETIREMENT SYSTEM, NEW YORK

Adv. Pro. No. 21-51179 (CSS)

CITY FIRE DEPARTMENT PENSION FUND, NEW YORK CITY POLICE PENSION FUND, NORTHEAST CARPENTERS PENSION FUND, PACIFIC COAST ROOFERS PENSION PLAN, SANBA II INVESTMENT AUTHORITY, STATE STREET BANK AND TRUST COMPANY (AS TRUSTEE ON BEHALF OF AMERICAN AIRLINES MASTER FIXED BENEFIT PENSION PLAN TRUST); STEAMSHIP TRADE ASSOCIATION OF BALTIMORE, INC. – INTERNATIONAL LONGSHOREMEN’S ASSOCIATION (AFL- CIO) PENSION FUND, TEACHERS’ RETIREMENT SYSTEM OF THE CITY OF NEW YORK, UNITED FOOD AND COMMERCIAL WORKERS INTERNATIONAL UNION PENSION PLAN FOR EMPLOYEES, WESTERN CONFERENCE OF TEAMSTERS PENSION TRUST

Defendants.

**ORDER GRANTING LIMITED PARTNER DEFENDANTS’  
MOTION TO DISMISS THE ADVERSARY COMPLAINT**

Upon the LP Defendants’ motion to dismiss the Adversary Proceeding pursuant to Rules 9(b), 12(b)(1), 12(b)(2), and 12(b)(6) of the Federal Rules of Civil Procedure, made applicable to this proceeding by Rules 7009 and 7012 of the Federal Rules of Bankruptcy Procedure; any objections, responses, or replies thereto, and the arguments of counsel, if any; and it appearing that this Court has jurisdiction over this matter; and it appearing that due and adequate notice of the Motion was provided; and it further appearing that grounds exist to grant the relief requested in the Motion:

**IT IS HEREBY ORDERED THAT,**

1. The Motion is GRANTED.
2. All claims and counts asserted against the LP Defendants in the Complaint are dismissed with prejudice.